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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION
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AT RICHMOND, APRIL 5, 2002

JOINT PETITION OF

COMCAST BUSINESS COMMUNICATIONS
OF VIRGINIA, LLC,

CASE NO. PUA020010

JONES TELECOMMUNICATIONS OF VIRGINIA, INC.,

and

COMCAST CORPORATION

For approval of transfer of ultimate
control of Comcast Business Communications
of Virginia, Inc.

JOINT PETITION OF

AT&T CORP.

CASE NO. PUA020012

and

AT&T COMCAST CORPORATION

For approval to change control of
AT&T Broadband Phone of Virginia, Inc.,
to AT&T Comcast Corporation

AMENDING ORDER

On March 5, 2002, Comcast Business Communications of
Virginia, LLC ("CBC"), Jones Telecommunications of Virginia,
Inc. ("Jones-VA"), and Comcast Corporation ("Comcast") filed a
joint petition requesting approval, pursuant to § 56-88.1 of the

Code of Virginia, to transfer ownership and control of Comcast, the ultimate parent of CBC and Jones-VA to a newly created ultimate parent, AT&T Comcast Corporation ("AT&T Comcast") ("Jones Comcast Petition"). That petition was docketed as Case No. PUA020010.

On March 7, 2002, AT&T Corp. ("AT&T") and AT&T Comcast filed a joint petition requesting approval, pursuant to § 56-88.1 of the Code of Virginia, to transfer ownership and control of AT&T Broadband Phone of Virginia, Inc. ("AT&T Broadband Phone of VA"), to AT&T Comcast ("AT&T Broadband Petition"). That petition was docketed as Case No. PUA020012.¹

On March 29, 2002, the Commission entered its Order for Notice and Comment wherein, among other things, it determined that the Petitions should be considered together. The March 29, 2002, Order extended the period of review of the petitions through June 3, 2002, prescribed public notice, and invited interested persons to file comments or requests for hearing by May 3, 2002, and directed the Staff to file a report detailing the results of its review by May 13, 2002.

On April 4, 2002, the Petitioners, by counsel, filed a Motion, requesting leave to publish the prescribed notice as classified, rather than display, advertising in newspapers of

¹ Collectively, CBC, Jones-VA, Comcast, and AT&T Comcast will be referred to as the "Petitioners").

general circulation throughout the Commonwealth. The Petitioners requested the Commission to extend the other procedural dates for comments and requests for hearing filed by interested persons and for the Staff Report, and suggested procedural dates for these filings in its Motion.

The Company supports its Motion by asserting that the publication of the prescribed notice as display advertisements is too expensive. The Petitioners allege that the cost of advertising for the Jones Comcast Petition and AT&T Broadband Petition as display advertisements would be approximately \$24,000. The cost of advertising the Petitions as display advertisements in newspapers of general circulation in the areas in which CBC, Jones-VA, and AT&T Broadband Phone of VA serve customers in Virginia is \$9,800. The cost of statewide classified advertising for the petitions will be approximately \$3,000, according to the April 4, 2002, Motion.

NOW, UPON consideration of the Petitioners' April 4, 2002, Motion, the Commission is of the opinion and finds that the April 4, 2002, Motion should be granted insofar as it requests leave to publish the notice prescribed in Ordering Paragraph (12) of the March 29, 2002, Order for Notice and Comment as classified, rather than display, advertising in newspapers of general circulation throughout the Commonwealth and insofar as

it requests an extension of time in which the newspaper publication will be made.

However, we decline to adopt the procedural schedule suggested by the Petitioners because we do not believe that it provides sufficient time for interested persons to respond to the complex issues posed by the subject petitions. Consequently, we will extend the procedural dates for the Staff and interested persons as set forth below.

In addition, in order to accommodate a thorough review of the issues and comments that may be raised in this proceeding, we will extend our period of review of these matters from June 3, 2002, to July 31, 2002, as permitted by § 56-88.1 of the Code of Virginia.

Accordingly, IT IS ORDERED THAT:

(1) The April 4, 2002, Joint Motion for Change in Advertising Publication is granted to the extent that it permits an extension of time to publish the prescribed public notice from April 5, 2002, to April 19, 2002, and to the extent it requests leave to publish the prescribed notice as classified advertising in newspapers of general circulation throughout the Commonwealth.

(2) Our period of review for the subject petitions shall be extended through July 31, 2002, as permitted by § 56-88.1 of the Code of Virginia.

(3) Ordering Paragraphs (5), (6), (7), and (8) of the March 29, 2002, Order for Notice and Hearing shall be amended to extend the time to May 19, 2002, by which interested persons may file comments and/or requests for hearing on the Jones Comcast Petition, and the AT&T Broadband Petition, as well as notices of participation related to these petitions.

(4) Ordering Paragraph (9) of the March 29, 2002, Order for Notice and Comment shall be revised to permit the Staff to file, on or before May 31, 2002, an original and fifteen (15) copies of its reports detailing the results of its investigation of the petitions and the issues raised therein.

(5) Ordering Paragraph (10) of the March 29, 2002, Order for Notice and Comment shall be revised to permit parties and interested persons to file any response they may have to the Staff's reports on or before June 10, 2002.

(6) Ordering Paragraph (12) of the March 29, 2002, Order for Notice and Comment shall be revised to require the Petitioners to, on or before April 19, 2002, complete the publication of the following notice as classified advertising, on one occasion, in newspapers of general circulation throughout the Commonwealth:

NOTICE TO THE PUBLIC OF JOINT PETITION OF
(1) COMCAST BUSINESS COMMUNICATIONS OF
VIRGINIA, LLC, JONES TELECOMMUNICATIONS OF
VIRGINIA, INC., AND, (2) COMCAST CORPORATION
(CASE NO. PUA020010) AND JOINT PETITION OF
AT&T CORP. AND AT&T COMCAST CORPORATION
(CASE NO. PUA020012)

On March 5, 2002, Comcast Business Communications of Virginia, LLC ("CBC"), Jones Telecommunications of Virginia, Inc. ("Jones-VA"), and Comcast Corporation ("Comcast") filed a joint petition requesting approval, pursuant to § 56-88.1 of the Code of Virginia ("Code"), to transfer ownership and control of Comcast, the ultimate parent of CBC and Jones-VA to a newly-created ultimate parent, AT&T Comcast Corporation ("AT&T Comcast") ("Jones Comcast Petition"). The Jones Comcast Petition is docketed as Case No. PUA020010.

On March 7, 2002, AT&T Corp. ("AT&T") and AT&T Comcast filed a joint petition requesting approval, pursuant to § 56-88.1 of the Code, to transfer ownership and control of AT&T Broadband Phone of Virginia, Inc. ("AT&T Broadband Phone of VA"), to AT&T Comcast ("AT&T Broadband Petition"). The AT&T Broadband Petition is docketed as Case No. PUA020012. Collectively, CBC, Jones-VA, Comcast, AT&T, AT&T Comcast will be referenced as the "Petitioners."

Both petitions are affected by an Agreement and Plan of Merger dated December 19, 2001, between Comcast and AT&T Corp. Pursuant to that Agreement, AT&T Comcast is being formed to hold AT&T Corp.'s broadband business and all of Comcast's businesses. Upon completion of the transaction, Comcast will be a wholly owned subsidiary of AT&T Comcast. The AT&T broadband business will be conducted through a separate subsidiary of AT&T Comcast. Petitioners represent that the change in Comcast's control does not involve a

transfer of operating authority and that it will not, therefore, affect the identities of CBC, Jones-VA, and AT&T Broadband Phone of VA or the rates, terms, and conditions under which services are currently being provided in Virginia.

The Commission has extended its review of the above-referenced petitions through July 31, 2002. Copies of the above-referenced petitions are available for inspection during regular business hours at the State Corporation Commission, Document Control Center, First Floor, Tyler Building, 1300 East Main Street, Richmond, Virginia. Interested persons may also obtain a copy of the above-referenced petitions, at no charge, by requesting a copy in writing from the appropriate counsel for the proceeding as detailed herein.

On or before May 19, 2002, any interested person may file comments and/or request for hearing on the Jones Comcast Petition (Case No. PUA020010). Any request for hearing shall detail the reasons that such issues cannot be adequately addressed in written comments. Interested persons must file with the Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, an original and fifteen (15) copies of any comments and/or requests for hearing on the Jones Comcast Petition. Such comments and/or requests for hearing must simultaneously be sent to counsel for Case No. PUA020010 at the address noted below: Eric M. Page, Esquire, LeClair Ryan, P.C., 4201 Dominion Boulevard, Suite 200, Glen Allen, Virginia 23060.

On or before May 19, 2002, any interested person filing comments and/or requests for hearing on the Jones Comcast Petition (Case No. PUA020010) may also file a notice of participation in accordance with Rule 80 B of the Commission's Rules of

Practice and Procedure, 5 VAC 5-20-80 B. A copy of any notice of participation must simultaneously be sent to the counsel in Case No. PUA020010 at the address set forth above.

On or before May 19, 2002, any interested person may file comments and/or requests for hearing on the AT&T Broadband Petition (Case No. PUA020012). Any request for hearing shall detail the reasons that such issues cannot be adequately addressed in written comments. Interested persons must file with the Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, an original and fifteen (15) copies of any comments and/or requests for hearing on the AT&T Broadband Petition. Such comments and/or requests for hearing on AT&T must simultaneously be sent to counsel for Case No. PUA020012 at the address noted below: Donald G. Owens, Esquire, Troutman Sanders Mays & Valentine, L.L.P., 1111 East Main Street, Richmond, Virginia 23219.

On or before May 19, 2002, any interested person filing comments and/or requests for hearing on the AT&T Broadband Petition (Case No. PUA020012) may also file a notice of participation in accordance with Rule 80 B of the Commission's Rules of Practice and Procedure, 5 VAC 5-20-80 B. A copy of any notice of participation must simultaneously be sent to the counsel in Case No. PUA020012 at the address set forth above.

A copy of the Order for Notice and Comment and the Commission's Amending Order may be obtained from the Clerk of the Commission. The text of the Order may be viewed at the Commission's website:
<http://www.state.va.us/scc/caseinfo/orders.htm>.

COMCAST BUSINESS COMMUNICATIONS OF VIRGINIA,
LLC, JONES TELECOMMUNICATIONS OF VIRGINIA,
INC., COMCAST CORPORATION, AT&T CORP., AND
AT&T COMCAST CORPORATION

(7) The Petitioners shall forthwith serve a copy of the March 29, 2002, Order for Notice and Comment and the Commission's Amending Order on the Chairman of the Board of Supervisors of any county and upon the Mayor or Manager of any county, city, or equivalent officials in counties, towns, and cities having alternate forms of government in CBC's, Jones-VA's, and AT&T Broadband Phone of VA's service territories. Service shall be made by first-class mail or delivery to the customary place of business or residence of the person served.

(8) On or before June 28, 2002, the Petitioners shall provide the Commission with proof of the notice required in Ordering Paragraphs (12) and (13) of the March 29, 2002, Order for Notice and Comment and Ordering Paragraphs (6) and (7) of the Amending Order.

(9) The provisions of the March 29, 2002, Order for Notice and Comment shall remain in effect except as those provisions have been amended by the instant Order.